

RECORDATION NO. **20627-A** FILED

JUL 27 '05 12-12 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 27, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. FT-2 to Master Lease Agreement, dated June 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 20627.

The names and address of the party to the enclosed document are:

Assignor: Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

Assignee: RBS Asset Finance, Inc.
71 South Wacker Drive
Chicago, IL 60606

Mr. Vernon A. Williams
July 27, 2005
Page Two

A description of the railroad equipment covered by the enclosed document
is:
59 covered hopper railcars within the series SDWX 9701 -- SDWX 9791

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule No. FT-2 to Master Lease
Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. FT-2
TO MASTER LEASE AGREEMENT

JUL 27 '05 12-12 PM
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. FT-2 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 30, 2005 by and between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignor") and RBS ASSET FINANCE, an Illinois corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Assignment Agreement (the "Agreement") dated as of December 1, 2000 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. FT-2, dated as of April 10, 1992 (the "Lease") and issued pursuant to the Master Lease Agreement dated September 9, 1992 originally between General Electric Capital Corporation, as lessor, and Southdown, Inc, as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain covered hopper cars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated April 11, 1997, was recorded with the Surface Transportation Board on April 11, 1997 under recordation number 20627.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

THE FIFTH THIRD LEASING COMPANY

By: Randall C. Strong
Name: RANDALL C. STRONG
Title: Vice President

RBS ASSET FINANCE

By: _____
Name: _____
Title: _____

MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. FT-2
TO MASTER LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. FT-2 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 30, 2005 by and between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignor") and RBS ASSET FINANCE, an Illinois corporation (the "Assignee").

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- B. Pursuant to the Lease, Assignor has leased to Lessee certain covered hopper cars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated April 11, 1997, was recorded with the Surface Transportation Board on April 11, 1997 under recordation number 20627.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

THE FIFTH THIRD LEASING COMPANY

By: _____
Name:
Title:

RBS ASSET FINANCE

By: Tanya Finn
Name: Tanya Finn
Title: VP

STATE OF OHIO

)

COUNTY OF

Hamilton

) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Paul C. Phony, the VP of The Fifth Third Leasing Company, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati, OH
this 30 day of June, 2005.

Charmelle Ellis

Notary Public

My commission expires: 9.14.07

STATE OF ILLINOIS

)

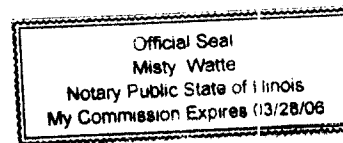
COUNTY OF

) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Tanya Finn, a Vice President RBS Asset Finance, a Illinois corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Chicago, Illinois, this 26th day of June, 2005.

Misty Watte
Notary Public
My commission expires:



**ANNEX A
TO
SCHEDULE NO. FT-2
TO MASTER LEASE AGREEMENT
DATED AS OF SEPTEMBER 9, 1992**

DESCRIPTION OF EQUIPMENT

Manufacturer	Type and Model of Equipment	Number of Units	Cost Per Unit	Total Cost
Thrall Car Manufacturing Company	3250 Cubic Foot, 110 Ton Covered Hopper Cars	59	\$44,950.00	\$2,652,050.00

Serial Numbers:

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>	<u>LOCATION OF EQUIPMENT</u>
SDWX 9701	58800	227200	Ector County: 13 miles west of Odessa, Interstate 20, Exit 104 Odessa, Texas
SDWX 9705	58800	227200	
SDWX 9712	58900	227100	
SDWX 9723	58700	227300	
SDWX 9728	59000	227000	
SDWX 9731	58900	227100	
SDWX 9734	58700	227300	
SDWX 9736	58600	227400	
SDWX 9737	58900	227100	
SDWX 9738	58900	227100	
SDWX 9739	58800	227200	
SDWX 9740	58700	227300	
SDWX 9741	58900	227100	
SDWX 9742	58500	227500	
SDWX 9743	58800	227200	
SDWX 9744	58700	227300	
SDWX 9745	58700	227300	
SDWX 9746	58600	227400	
SDWX 9747	58400	227600	
SDWX 9748	58700	227300	
SDWX 9749	58700	227300	
SDWX 9750	58800	227200	
SDWX 9752	58800	227200	
SDWX 9753	59200	226800	
SDWX 9754	58800	227200	
SDWX 9756	58700	227300	
SDWX 9757	58500	227500	
SDWX 9758	58700	227300	
SDWX 9759	58600	227400	
SDWX 9760	58700	227300	
SDWX 9761	58600	227400	
SDWX 9762	58800	227200	
SDWX 9763	58600	227400	
SDWX 9764	58900	227100	
SDWX 9765	58700	227300	
SDWX 9766	58800	227200	

LESSEE: LC

LESSOR: [Signature]

**ANNEX A
TO
SCHEDULE NO. FT-2
TO MASTER LEASE AGREEMENT
DATED AS OF SEPTEMBER 9, 1992**

DESCRIPTION OF EQUIPMENT

<u>RUNNING NO./SN</u>	<u>LIGHT WEIGHT</u>	<u>LOAD LIMIT</u>	<u>LOCATION OF EQUIPMENT</u>
SDWX 9767	58700	227300	Ector County: 13 miles west of Odessa, Interstate 20, Exit 104 Odessa, Texas
SDWX 9768	58800	227200	
SDWX 9769	58900	227100	
SDWX 9770	58800	227200	
SDWX 9771	58700	227300	
SDWX 9772	58800	227200	
SDWX 9773	58700	227300	
SDWX 9775	58700	227300	
SDWX 9776	58700	227300	
SDWX 9777	58600	227400	
SDWX 9779	58800	227200	
SDWX 9780	58800	227200	
SDWX 9781	58600	227400	
SDWX 9782	58600	227400	
SDWX 9783	58800	227200	
SDWX 9784	58800	227200	
SDWX 9785	58900	227100	
SDWX 9786	58700	227300	
SDWX 9787	58900	227100	
SDWX 9788	58700	227300	
SDWX 9789	58600	227400	
SDWX 9790	58600	227400	
SDWX 9791	58900	227100	

LESSEE:

LCC ✓

LESSOR:

[Signature]